

2013

ANNUAL

GENERAL

AND

SPECIAL

MEETING

**Notice of Annual General and Special
Meeting of Shareholders**

Management Information Circular



Place:

**Suite 2080
777 Hornby Street
Vancouver, BC**

Time:
Date:

**10:00 a.m. (Vancouver time)
Wednesday, June 12, 2013**



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of Shareholders (the "Meeting") of RESINCO CAPITAL PARTNERS INC. (the "Company") will be held at Suite 2080, 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4, on **Wednesday, June 12, 2013 at 10:00 a.m.** for the following purposes:

1. To receive the Audited Financial Statements and Management Discussion & Analysis of the Company for the fiscal year ended December 31, 2012 and the auditors' report thereon;
2. To elect Directors of the Company for the ensuing year;
3. To appoint the auditors for the Company for the ensuing year and authorize the Directors to fix the auditors' remuneration;
4. To consider and, if thought advisable, to pass a resolution approving the ratification of the Company's Advance Notice Policy relating to election of directors at shareholder meetings; and
5. To transact such other business as may properly come before the Meeting or any adjournment thereof;

All as more particularly set out in the attached Management Information Circular. The form of proxy accompanies this Notice. The audited financial statements, auditors' report and management's discussion and analysis have been delivered to those shareholders who indicated to the Company that they wished to receive copies of same.

The Directors have fixed the close of business on May 13, 2013 as the record date for determination of shareholders entitled to notice of and the right to vote at the Meeting either in person or by proxy. A shareholder who is unable to attend the Meeting in person and who wishes to ensure that their shares will be voted at the Meeting, is requested to complete, date and execute the enclosed form of Proxy and deliver it to the Company's transfer agent: Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 in accordance with the instructions set out in the form of Proxy and Management Information Circular.

BY ORDER OF THE BOARD OF DIRECTORS

"John Icke"

Director, President and Chief Executive Officer

May 13, 2013
Vancouver, British Columbia



MANAGEMENT INFORMATION CIRCULAR FOR THE 2013 ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

This information is given as at May 13, 2013

PERSONS MAKING THIS SOLICITATION OF PROXIES

This Management Information Circular (the "Information Circular") is furnished in connection with the solicitation of proxies by the management (the "Management") of **RESINCO CAPITAL PARTNERS INC.** (the "Company") for use at the Annual General and Special Meeting (the "Meeting") of the Shareholders of the Company, to be held on Wednesday, June 12, 2013 at the hour of 10:00 a.m. at Suite 2080, 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4.

While it is expected that the solicitation will be made primarily by mail, proxies may be solicited in person or by telephone by directors, officers and employees of the Company. All costs of this solicitation will be borne by the Company.

Under the Articles of the Company, a quorum for the transaction of business at the Meeting is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued common shares entitled to be voted at the Meeting.

References to dollars (\$) in this Information Circular shall mean Canadian dollars unless otherwise indicated.

PROXY INSTRUCTIONS

Appointment of Proxy

The persons named in the accompanying instrument of proxy are directors or officers of the Company. A shareholder has the right to appoint a person to attend and act for him on his behalf at the Meeting other than the persons named in the enclosed instrument of proxy. To exercise this right, a member shall strike out the names of the persons named in the instrument of proxy and insert the name of his nominee in the blank space provided, or complete another instrument of proxy.

A Proxy will not be valid unless it is completed, dated and signed and delivered by hand or mail to Computershare Investor Services Inc. at Proxy Dept., 100 University Avenue 9th Floor, Toronto, Ontario M5J 2Y1, not less than 48 hours (excluding Saturdays and holidays) prior to the Meeting or to the Chair of the Meeting prior to the commencement of the Meeting.

The instrument of proxy must be signed by the member or by his duly authorized attorney. If signed by a duly authorized attorney, the instrument of proxy must be accompanied by the original power of attorney or a notarially certified copy thereof. If the member is a corporation, the instrument of proxy must be signed by a duly authorized attorney, officer, or corporate representative, and must be accompanied by the original power of attorney or document whereby the duly authorized officer or corporate representative derives his power, as the case may be, or a notarially certified copy thereof. The articles of the Company confer discretionary authority upon the Chairman of

the Meeting to accept proxies which do not strictly conform to the foregoing requirements and certain other requirements set forth in the articles.

Voting by Proxy and Exercise of Discretion

On any poll, the persons named in the enclosed instrument of proxy will vote the shares in respect of which they are appointed and, where directions are given by the member in respect of voting for or against any resolution, will do so in accordance with such direction.

In the absence of any direction in the instrument of proxy, it is intended that such shares will be voted in favour of the motions proposed to be made at the Meeting and for the election of the management nominees for directors and auditor, as stated under the headings in this Information Circular. The instrument of proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to any matters which may properly be brought before the Meeting. At the time of printing of this Information Circular, the management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the management should properly come before the Meeting, the proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

REVOCATION OF PROXIES

Any registered shareholder who has returned a proxy may revoke it at any time before it has expired. In addition to revocation in any other manner permitted by law, a member may revoke a proxy either by (a) signing a proxy bearing a later date and depositing it at the place and within the time aforesaid, or (b) signing and dating a written notice of revocation (in the same manner as the instrument of proxy is required to be executed as set out in the notes to the instrument of proxy) and either depositing it at the place and within the time aforesaid or with the Chairman of the Meeting on the day of the Meeting or on the day of any adjournment thereof, or (c) registering with the scrutineer at the Meeting as a member present in person, whereupon such proxy shall be deemed to have been revoked. **Only registered shareholders have the right to revoke a proxy. Non-Registered Holders (as defined below under "Non-Registered Holders of Common Shares") who wish to change their vote must arrange for their respective intermediaries to revoke the proxy on their behalf.**

NON-REGISTERED HOLDERS OF COMPANY'S SHARES

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders of the Company are "non-registered" shareholders ("Non-Registered Holders") because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased their shares. In addition, a person is not a registered shareholder in respect of shares which are held on behalf of that person but which are registered either: (a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIF's, RESP's and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 ("NI 54-101") of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Instrument of Proxy (collectively, the "Proxy Solicitation Materials") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Proxy Solicitation Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them or unless there is a special meeting involving abridged timing under NI 54-101. Very often, Intermediaries will use service companies, such as Broadridge, to forward the Proxy Solicitation Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Proxy Solicitation Materials, or where there is a special meeting involving abridged timing under NI 54-101, will either:

- (a) be given a form of proxy which **has already been signed by the Intermediary** (typically by facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise incomplete. Because the Intermediary has already signed the form of Proxy, this form of Proxy is not required to be signed by the Non-Registered Holder when submitting the Proxy. In this case, the Non-Registered Holder who wishes to submit a Proxy should otherwise properly complete the form of Proxy and **deposit it with the Transfer Agent as provided above**; or
- (b) more typically, be given a voting instruction form which is **not signed by the Intermediary**, and which when properly completed and signed by the Non-Registered Holder and **returned to the Intermediary or its service company** (such as Broadridge), will constitute voting instructions (often called a "proxy authorization form") which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. In the alternative, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of Proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Shares which they beneficially own. Should a Non-Registered Holder who received one of the above mentioned forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the management proxyholders named in the form and insert their own name in the blank space provided. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary or its agents, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

The Meeting Materials are not being sent to registered or beneficial owners using the Notice and Access procedures contained in NI 54-101. The Company is sending the Meeting Materials directly to non-objecting beneficial holders (as defined in NI 54-101). The Company will not pay for intermediaries to deliver the Meeting Materials to objecting beneficial holders (as defined in NI 54-101), and objecting beneficial holders will not receive the Meeting Materials unless their intermediary assumes the cost of delivery.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Information Circular, none of the directors or senior officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or senior officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Company consists of an unlimited number of common shares without par. As at May 13, 2013, there are 123,019,885 common shares issued and outstanding. Each common share carries the right to one vote. At a general meeting of the Company, on a show of hands, every member present in person shall have one vote and, on a poll, every member shall have one vote for each share of which he is the holder.

Only Shareholders of record on the close of business on the 13th day of May, 2013, who either personally attend the Meeting or who complete and deliver an instrument of proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to have his or her shares voted at the Meeting or any adjournment thereof.

To the best knowledge of the directors and senior officers of the Company, the only persons or corporations who beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company are:

NAME OF SHAREHOLDER	NUMBER OF SHARES	PERCENTAGE OF ISSUED AND OUTSTANDING SHARES
Hein Poulus	19,345,518	15.73 %

The above information was supplied to the Company by the shareholders and from the insider reports available at www.sedi.ca.

BUSINESS OF THE MEETING

FINANCIAL STATEMENTS

The financial statements of the Company for the fiscal year ended December 31, 2012, will be placed before you at the Meeting.

ELECTION OF DIRECTORS

Majority Voting Policy

The board of directors has adopted a majority voting policy which requires that any nominee for election as a director in an uncontested election, who receives a greater number of votes “withheld” from his or her election than votes “for” such election, will promptly tender his or her resignation to the board, to be effective upon the board’s acceptance. The board, will promptly, and in any event within 90 days of the final voting results, accept the tendered resignation unless it determines that there are extraordinary circumstances relating to the composition of the board or the voting results that should delay the acceptance of the resignation or justify rejecting it. Subject to any corporate law restrictions, the board may leave a resulting vacancy unfilled until the next annual meeting of shareholders, fill the resulting vacancy through the appointment of a new director, or call a special meeting of shareholders to consider another nominee for election to fill the vacancy.

Nominees for Election

At the Meeting, management of the Company proposes to nominate the persons listed below for election as directors (the “Nominees”). Each director of the Company is elected annually and holds office until the next Annual General Meeting of the Shareholders unless that person ceases to be a director before then. IN THE ABSENCE OF INSTRUCTIONS TO THE CONTRARY, THE SHARES REPRESENTED BY PROXY WILL, ON A POLL, BE VOTED FOR THE NOMINEES HEREIN LISTED. There are five nominees proposed by management for election as directors at the Meeting. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual meeting of the Company, until his successor is elected or appointed or until he resigns.

Name of Nominee and Present Offices Held	Present Principal Occupation ⁽¹⁾	Director Since	Shares Beneficially Owned or Controlled ⁽³⁾
Hein Poulus, Q.C. ⁽⁴⁾⁽⁵⁾⁽⁶⁾ Director and Chairman	Lawyer, Partner with Stikeman Elliott LLP	August 18, 2005	19,345,518
Ronald Shorr ⁽²⁾⁽⁵⁾⁽⁶⁾ Director	Mining Consultant	August 18, 2005	3,001,852
John Icke ⁽⁴⁾⁽⁶⁾ President and Chief Executive Officer Director	President and CEO of Resinco Capital Partners Inc. since June 2009 and President and COO from January 2008 to June 2009	June 9, 2009	7,960,000
Alexander Poulus,	Retired banker	June 9, 2009	210,000

Name of Nominee and Present Offices Held	Present Principal Occupation ⁽¹⁾	Director Since	Shares Beneficially Owned or Controlled ⁽³⁾
Director ⁽²⁾⁽⁴⁾⁽⁵⁾			
Dr. Michael Hitch, Director ⁽²⁾	Assistant Professor, University of British Columbia Norman B. Keevil Institute of Mining Engineering	April 13, 2011	Nil

Notes:

- (1) The information as to principal occupation, business or employment and shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Each nominee has held the same or similar principal occupation with the organization indicated or a predecessor thereof for the last five years.
- (2) Member of Audit Committee.
- (3) The approximate number of shares of the Company carrying the right to vote in all circumstances beneficially owned directly or indirectly, or over which control or direction is exercised by each proposed nominee as at the date hereof is based on information furnished by the transfer agent of the Company and by the nominees themselves.
- (4) Member of Corporate Governance and Nominating Committee.
- (5) Member of Compensation Committee.
- (6) Member of the Investment Committee.

Cease Trade Orders and Bankruptcy

Except as disclosed below, as at the date of this Information Circular and within the ten years before the date of this Information Circular, no proposed director:

- (a) is or has been a director or executive officer of any company (including the Company), that while that person was acting in that capacity:
 - i. was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
 - ii. was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
 - iii. within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has within 10 years before the date of the Information Circular became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officers or shareholders.

John Icke is and was a director of Woulfe Mining Corp. at the date of a cease trade order issued by the British Columbia Securities Commission on November 5, 2009 for failure to file audited financial statements and management's discussion and analysis for the year ended June 30, 2009 on time. The order was revoked on December 8, 2009 following the filing of the required documents. The Company's shares were also suspended from trading on the TSX Venture Exchange on November 6, 2009 in relation thereto and resumed trading on December 9, 2009.

Hein Poulus, *John Icke* and *Alexander Poulus* were directors of Sheen Resources Ltd. at the date of a trading suspension issued by the TSX Venture Exchange on April 19, 2010 for failure by Sheen to maintain a transfer agent and at the date of a cease trade order issued by British Columbia Securities Commission on May 5, 2010 and re-issued June 10, 2010, by the Ontario Securities Commission on June 30, 2010 for failure to file audited financial statements and management's discussion and analysis for the Company for the year ended December 31, 2009 on time and interim financial statements and management's discussion and analysis for the Company for the three

months ended March 31, 2010. The suspensions and cease trade orders remain in effect as of the date of this circular. *Hein Poulus, John Icke* and *Alexander Poulus* each resigned as directors of Sheen Resources in October 2010.

APPOINTMENT OF THE AUDITOR

The Board has determined that the Company wishes to appoint Grant Thornton, LLP, Chartered Accountants the successor auditor, as auditors of the Company. Management asked for and received the resignation of its former auditor, PricewaterhouseCoopers LLP Chartered Accountants.

During the term of PricewaterhouseCoopers LLP Chartered Accountants' appointment as auditors of the Company, there were no reportable events within the meaning ascribed to that term in National Instrument 51-102. The report of the Company's auditors on the financial statements of the Company for each of the last two most recently completed fiscal years contained no adverse opinion or other disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

Pursuant to National Instrument 51-102, a copy of the Reporting Package is attached to this Information Circular as Appendix "A". This Reporting Package contains:

- Notice of Change of Auditors
- Letter of Agreement from Successor Auditor
- Letter of Agreement from Former Auditor

The Company's management recommends that shareholders vote FOR the appointment of Grant Thornton, LLP, Chartered Accountants, as the Company's auditor for the ensuing year and grant the Board of Directors the authority to determine the remuneration to be paid to the auditor. **Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the appointment of Grant Thornton, LLP to act as our auditor until the close of our next annual general meeting and to authorize the Board of Directors to fix the remuneration to be paid to the auditor.**

RATIFY ADOPTION OF ADVANCE NOTICE POLICY

On March 27, 2013, the Board of Directors adopted a new policy that requires advance notice to the Company for nominations of directors other than by management, through a requisition for a meeting or by way of a shareholder proposal. The policy is appended to this Information Circular as Appendix "B".

The new policy is intended to: (i) facilitate shareholder democracy and an orderly and efficient annual general or special meeting process; (ii) ensure that all shareholders receive adequate notice of the director nominations and sufficient information regarding all director nominees; and (iii) allow shareholders to register an informed vote after having been afforded reasonable time for appropriate deliberation.

Among other things, the policy fixes a deadline by which holders of record of common shares of the Company must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Company for the notice to be in proper written form.

In the case of an annual meeting of shareholders, notice to the Company must be made not less than 30 nor more than 65 days prior to the date of the annual meeting, provided that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the tenth day following such public announcement.

In the case of a special meeting of shareholders (which is not also an annual meeting), notice to the Company must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

Management of the Company recommends that shareholders vote in favour and unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the ordinary resolution approving adoption of the Advance Notice Policy.

“BE IT RESOLVED that:

1. The Company’s Advance Notice Policy as disclosed in the Company’s Information Circular and in the form appended as Appendix “B” to the Information Circular be and it is hereby approved, ratified and confirmed;
2. The Board be authorized on behalf of the Company to make any amendments to the Advance Notice Policy as may be required by regulatory authorities, without further approval of the shareholders of the Company, in order to ensure regulatory approval of the Advance Notice Policy;
3. The Board reserves the right to abandon the Advance Notice Policy should they deem it appropriate and in the best interest of the Company to do so; and
4. Any one director or officer of the Company be and he is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal or otherwise all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to this resolution.”

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Compensation Philosophy

Executive compensation is based upon the need to provide a compensation package that will allow the Company to attract and retain qualified and experienced executives, balanced with a pay-for-performance philosophy. Compensation for this fiscal year and prior fiscal years have historically been based upon a negotiated salary or fee, with stock options and bonuses potentially being issued and paid as an incentive for performance.

Consistent with this philosophy, the following goals provide a framework for our executive officers compensation program:

- Pay competitively to attract, retain, and motivate executive officers;
- Relate total compensation for each executive officer to overall company performance;
- Aggregate the elements of total compensation to reflect competitive market requirements and to address strategic business needs;
- Expose a portion of each executive officer’s compensation to risk, the degree of which will positively correlate to the level of the named executive officer’s responsibility and performance; and
- Align the interests of our executive officers with those of our shareholders.

The Company’s directors or Named Executive Officer’s are not permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director.

Oversight of Executive Compensation Program

The Company's compensation program is administered by the Compensation Committee. The Compensation Committee recognizes that the Company operates in a competitive environment and that its performance depends on the quality of its employees. The Compensation Committee regularly evaluates the compensation program of the Company to assess whether it continues to meet the needs of both the Company and its shareholders. Its key priorities remain to attract, inspire and retain highly qualified executives.

The compensation program applies to Named Executive Officers ("NEOs"), as well as the directors and other key employees of the Company. The purpose of the Compensation Committee is to:

- review the remuneration and benefits of directors;
- review the remuneration, benefits and performance of executive management;
- establish a plan of continuity for executives and other key employees; and
- ensure that the executive compensation plan of the Company remains broad and competitive.

The current members of the Compensation Committee are Hein Poulus, Ronald Shorr and Alexander Poulus. Ronald Shorr and Alexander Poulus are considered to be independent; Hein Poulus is not considered to be independent. The Compensation Committee normally meets at least once per year and at its meetings, considers the perspectives and advice of its members and a range of others invited to attend, including the Chief Executive Officer and independent compensation consultants. The Compensation Committee did not meet during the fiscal year ended December 31, 2012 but certain matters pertaining to compensation were discussed at board of director meetings.

Option-based Awards – Stock Option Plan

The Compensation Committee has the responsibility to administer compensation policies related to executive management of the Company, including option-based awards.

Shareholders have approved a stock option plan (the "Plan") pursuant to which the Compensation Committee has granted stock options to executive officers and directors. The Plan provides compensation to participants and an additional incentive to work toward long-term Company performance.

Executive compensation is based upon the need to provide a compensation package that will allow the Company to attract and retain qualified and experienced executives, balanced with a pay-for-performance philosophy. The Plan has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact and/or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Board takes into account the number of options, if any, previously granted to each executive officer and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the TSX, and closely align the interests of the executive officers with the interests of the Company's shareholders.

The Plan provides that stock options may be granted to directors, senior officers, employees, consultants or consultant companies of the Company or any of its affiliates.

Compensation Program Overview

As discussed in further detail below, the Company's compensation program is comprised of three main elements (1) salaries or fees; (2) bonuses and (3) option-based awards granted pursuant to the Company's stock option plan.

Salary and Fees

The Company's view is that a competitive salary is a necessary element for attracting and retaining qualified executive officers. The Company also believes that attractive salaries or fees can motivate and reward executives for their overall performance. The amount payable to an NEO as a salary or fee may be based on several factors, including experience, past performance, anticipated future contributions, and comparisons to salaries and fees

offered by other comparable companies. The Compensation Committee reviews salaries and fees at least once per year to ensure they remain at appropriate levels.

Stock Options

The Company provides its executives with strong incentives for long-term performance in the form of stock options through its stock option plan, as further described elsewhere in this Information Circular. The Compensation Committee believes that options help the Company attract, motivate and retain key individuals. Initial grants of stock options to new executives facilitate the recruitment of new employees while ensuring the long-term interest of such executives.

Other Benefits

NEOs are eligible to participate in employee benefit programs and plans that are generally available to all full-time employees (subject to fulfilling certain eligibility requirements). These include extended health and dental plans. In designing these benefits, the Company seeks to provide an overall level and mix of benefits that is competitive to those offered by other comparable companies.

Certain perquisites may also be made available to NEOs. These may include car allowances, payment of professional dues and further health benefits. These types of perquisites are common among executives in the Company's industry.

Incentive Compensation Agreement

In 2010 the Company entered into an Incentive Compensation Agreement (the "ICA") with the CEO, approved by the Compensation Committee, which replaced the Company's Investee Companies Option Program (the "ICOP"), originally adopted on January 30, 2009. The ICA provides for a payment to Mr. Icke of an amount which is equal to twenty percent (20%) of the amount, if any, by which the Company's Closing Net Asset Value as at December 31st, of the current year exceeds one hundred and twenty percent (120%) of the Company's Opening Net Asset Value as at December 31st of the previous year.

For the 2011 year, Mr. Icke did not receive a payment under the ICA as the Company's Net Asset Value as at December 31st, 2011 did not exceed one hundred and twenty percent (120%) of the amount of the Company's Closing Net Asset Value as at December 31st, 2010.

For 2010, the initial year of the ICA, Mr. Icke received an amount equal to six and two-thirds percent (6.67%) of the amount by which the Company's Closing Net Asset Value as at December 31, 2010 exceeded one hundred and twenty percent (120%) of the Company's Opening Net Asset Value as at August 31, 2010. This represents a pro-rated amount of the ICA bonus percentage for the final four months of 2010. The amounts payable for the 2010 bonus year are divided in to three equal installments payable on the fourth (4th), twelfth (12th) and twenty-fourth (24th) months following the end of the bonus year.

As under the prior ICOP, Mr. Icke was provided with an option to acquire up to an aggregate of 20% of the Issuer's position in its investee companies, the ICA also provided for a payment of the aggregate gross amount by which the market value of the shares Mr. Icke would have obtained had he exercised all of his "in the money" ICOP options on August 31, 2010, exceeded the exercise price of such options. The option exercise price for securities was based upon:

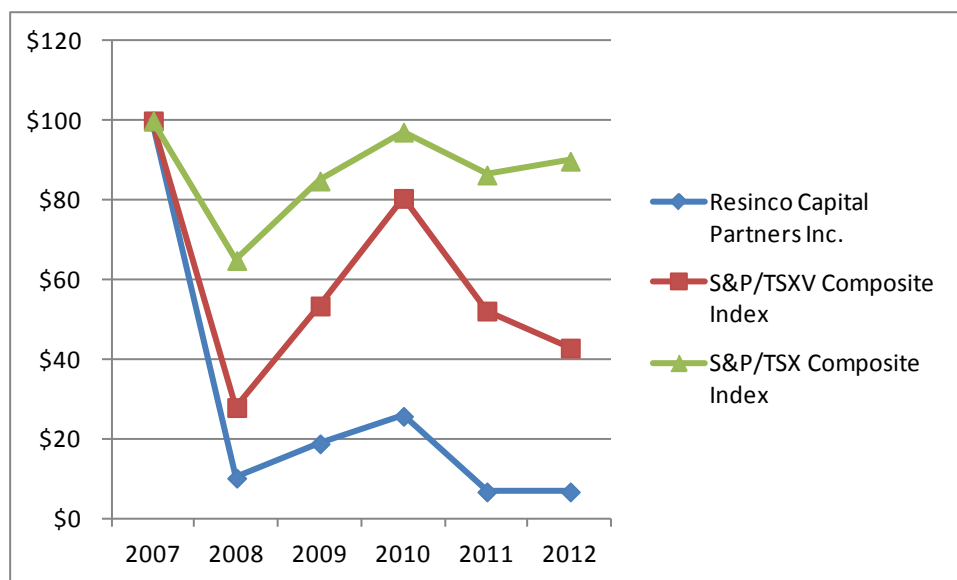
- (a) If the investee company was a public issuer, the option exercise price would be the closing market price of such investee company's securities on January 30, 2009; and
- (b) If the investee company was a private entity, the option exercise price would be based upon the Issuer's valuation of its investment in the investee companies (on a per share basis) as at January 30, 2009.

The ICA with the CEO was terminated at the end of 2012 and is no longer in effect.

As part of the executive compensation program, a ventures co-investment program was approved by the Board of Directors in 2009 which provides for a 80:20 split of founding stock of any new ventures on the following basis: Chairman and CEO – 5.0%; President and COO – 4.0%; lead independent director – 3.5% and all other directors 2.5%. As at December 31, 2012 no transactions had been completed that resulted in the program being implemented.

Performance Graph

The following chart compares the yearly percentage change in the cumulative total shareholder return on the common shares of the Company against the cumulative total shareholder return of the S&P/TSX Index (Total Return Index Value) and the TSX Venture Composite Index for the years 2007 through 2012.



Notes:

- (1) Assumes a \$100.00 initial investment with all dividends reinvested.
- (2) Each Index for years 2007 through 2012 is as at December 31st.
- (3) Uses closing prices on last trading day of the year.

The trend shown by this graph does not reflect the trend in the Company's compensation to executive officers over the same period. Over the periods shown, the Compensation Committee established compensation objectives believed appropriate during the launch of the Company as an investment company.

Summary Compensation Table

The following table sets forth all compensation for the periods indicated in respect of the individuals who served as the Chief Executive Officer and Chief Financial Officer of the Company at any time during the financial year of the Company, and all other executive officers of the Company who received, during the financial year of the Company salary in excess of \$150,000 (collectively the "NEOs"). The value of perquisites and benefits, if any, for each NEO was in all years less than the lesser of \$50,000 and 10% of the total annual salary or fee.

Name and Principal Position	Year Ended Dec 31	Salary or Fee Paid (\$) ⁽¹⁾	Share-based awards (\$)	Option-based awards (\$) ⁽²⁾	Non-equity incentive plan compensation		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans (\$)	Long term incentive plans (\$)			
John Icke, President and Chief Executive Officer ⁽²⁾	2012	\$280,000	Nil	Nil	Nil	N/A	N/A	Nil	\$280,000
	2011	\$280,000	Nil	\$109,908	Nil	N/A	N/A	Nil	\$389,908
	2010	\$280,000	Nil ⁽³⁾	Nil	Nil	N/A	N/A	\$964,407 ⁽³⁾	\$1,244,407

David McAdam, Chief Financial Officer ⁽⁴⁾	2012 2011	\$133,750 \$157,283	Nil Nil	Nil \$20,099	Nil Nil	N/A N/A	N/A N/A	Nil Nil	\$133,750 \$177,382
Jon Lever, Chief Financial Officer ⁽⁵⁾	2011 2010	\$24,344 \$82,109	Nil Nil	Nil Nil	Nil Nil	N/A N/A	N/A N/A	Nil Nil	\$24,344 \$82,109
Doris Meyer, Chief Financial Officer and Corporate Secretary ⁽⁶⁾	2012	\$16,000	Nil	Nil	Nil	N/A	N/A	Nil	\$16,000

Notes:

- (1) The dollar value of the option-based awards indicated in the table reflects the fair value of the options granted to the NEOs during the year, calculated as at the applicable grant date using the Black-Scholes option-pricing model.
- (2) Mr. Icke is paid fees to JRI Strategy Consultants Inc., a company controlled by John Icke, which provides Mr. Icke's services to the Company as President and CEO.
- (3) Amount accrued as owing pursuant to CEO Incentive Compensation Agreement.
- (4) Mr. McAdam was appointed CFO on April 8, 2011 and resigned as CFO on November 1, 2012 and his contract on December 15, 2012.
- (5) Mr. Lever was appointed as CFO on April 9, 2009 and resigned on April 8, 2011.
- (6) Consulting fees are paid to Golden Oak Corporate Services Ltd., a company owned by Doris Meyer, which provides Ms. Meyer's services to the Company. Ms. Meyer was appointed CFO and Corporate Secretary on November 1, 2012.

John Icke is the only NEO who is also a director of the Company. Mr. Icke did not receive additional compensation for his role as a director of the Company.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth all awards outstanding as at December 31, 2012, held by NEOs under the Company's Plan, as awards under the Plan are considered "optioned-based awards" under applicable securities laws.

Name	Option Based Awards				Share Based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested (\$)
John Icke, President & Chief Executive Officer	240,000 ⁽²⁾	\$0.110	Nov 25/ 14	\$0	Nil	Nil
	800,000	\$0.155	Jan 24/16	\$0	Nil	Nil
David McAdam, Chief Financial Officer	200,000 ⁽³⁾	\$0.110	Mar 15/13	\$0	Nil	Nil

Notes:

- (1) This amount is based on the difference between the market value of the Company's common shares underlying the options as at December 30, 2012, which was \$0.04, and the exercise price of the option.
- (2) These options were granted in the name of JRI Strategy Consultants Inc., a company controlled by John Icke.
- (3) The 50,000 options that had not vested at December 15, 2012 were forfeited and the grace period on the remaining 200,000 options will expire on March 15, 2013.

Incentive Plan Awards - Value of Share-Based and Option-Based Awards Vested or Earned During the Year

The following table sets forth, for each Named Executive Officer, the values of all incentive plan awards which vested or were earned during the year ended December 31, 2012.

Name	Option-based awards – Value vested during the year⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
John Icke, President & Chief Executive Officer ⁽²⁾	Nil	Nil	Nil
David McAdam, Chief Financial Officer	Nil	Nil	Nil

Notes:

- (1) Amounts indicated in the column reflect the aggregate dollar value that would have been realized by the Named Executive Officer if the options under his or her option-based awards which vested during 2012 were exercised by him or her on the vesting date. Aggregate dollar value is calculated by subtracting the exercise price of the option from the closing price of the Common Shares on the Toronto Stock Exchange on the vesting date. Options which are out-of-the-money on the vesting date (i.e., the exercise price is greater than the closing price of the underlying Common Shares) will have a nil value.
- (2) A portion of these options were granted in the name of JRI Strategy Consultants Inc., a company controlled by John Icke.

Option-based Awards Exercised During the Year

No options were exercised by any NEO during the financial year ended December 31, 2012.

Option-based Awards Granted During the Year

No options were granted to any NEO during the financial year ended December 31, 2012.

Pension Plan Benefits

The Company does not have pension, retirement or deferred compensation plans that provide for payments or benefits to the NEOs at, following, or in connection with retirement.

Long-term Incentive Plan ("LTIP") Awards

A long term incentive plan ("LTIP") is a plan providing compensation intended to motivate performance over a period greater than one financial year and does not include option or stock appreciation rights ("SARS") plans or plans for compensation through shares or units that are subject to restrictions on resale. The Company did not award any LTIPs to any NEOs during the most recently completed financial year. The grant of stock options pursuant to the Company's Plan is set out in further detail above.

Termination of Employment, Changes in Responsibility & Employment Contracts

Except as disclosed herein, the Company does not have any employment contracts between any Named Executive Officer, Director or Officer, nor does it have any arrangements with any Named Executive Officer, Director or Officer for compensation in the event of resignation, retirement or other termination with the Company.

Since 2008, the Company has engaged John Icke, through his wholly owned and controlled company, JRI Strategy Consultants Inc. ("JRI"), to provide the consulting services of Mr. Icke. From January 2008 to June 2009 Mr. Icke served as the Company's President and Chief Operating Officer, and from June 2009 to present as the Company's Chief Executive Officer. Until December 31, 2012, Mr. Icke provided his full-time services for an annual fee of \$280,000 and participated in the Company's health benefits and stock option plans. There is no change of control obligation payable under Mr. Icke's arrangement. From January 1, 2013, JRI reduced its fees by 45% to an annual fee of \$150,000.

On November 1, 2012, the Company entered into a consulting agreement with Doris Meyer and her wholly owned company, Golden Oak Corporate Services Ltd., (the “Meyer Agreement”) in connection with provision by Ms. Meyer of her services as the Chief Financial Officer and Corporate Secretary of the Company and the provision as an independent contractor by Golden Oak Corporate Services Ltd. (“Golden Oak”) to the Company of accounting, financial, corporate and regulatory compliance services in consideration of an annual service fee of \$96,000 plus applicable taxes and reimbursement of reasonable office costs and expenses and all pre-approved travel and out-of-pocket expenses incurred by Golden Oak in furtherance of or in connection with the business of the Company and its subsidiaries. The Meyer Agreement will be for an initial term of one year which, unless terminated in accordance with its terms, is to be renewed annually. The Meyer Agreement may be terminated by the Company for cause without notice or without cause at any time upon ten days’ written notice of termination specifying the date of such termination, in which event the Company shall pay to Golden Oak an amount equal to one-half of the service fee then payable under the Meyer Agreement and, upon such payment and reimbursement of any other amounts then due and owing, Golden Oak shall have no further recourse from the Company. The Meyer Agreement may be terminated by Golden Oak upon 60 days’ written notice to the Company provided that the Company may waive such notice, in which case Golden Oak’s services will terminate upon the Company giving such waiver. During the 60 day notice period, Golden Oak and Ms. Meyer will agree to perform their obligations to the Company if the Company requests such performance and will perform such obligations in the manner directed by the Company. On a defined change of control event and if Golden Oak terminates its services within 90 days following the event, or if Golden Oak’s services are terminated by the Company without cause, Golden Oak will be entitled to be paid by the Company one-half of the annual service fee in effect at the time of the change of control event. The Meyer Agreement contains non-disclosure and non-solicitation provisions typical of an agreement of its nature.

Under the terms of the Meyer Agreement detailed above, in the event of termination other than for cause, assuming that the triggering event took place on December 31, 2012, then Golden Oak would be entitled be paid \$48,000.

Directors' and Officers' Insurance

The Company procures a comprehensive directors’ and officers’ liability insurance program. Subject to policy conditions, this program is intended to cover each individual’s liability arising from their duties as a director or officer of the Company provided they acted honestly and in good faith with a view to the best interests of the Company.

Compensation of Directors

The following table shows the compensation provided to the non-executive directors for the Company for the year ended December 31, 2012:

Name ⁽¹⁾	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)⁽²⁾	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
Hein Poulus	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Ronald Shorr	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Alexander Poulus	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Michael Hitch	Nil	Nil	Nil	Nil	Nil	\$62,935 ⁽³⁾	\$62,935

Notes:

- (1) As noted above, this table does not include directors that are also NEOs. Disclosure of compensation paid to NEOs who are also directors of the Company and receive compensation for their services as a director are reflected in the Summary Compensation table above.
- (2) The value of the option-based award was determined using the Black-Scholes option-pricing model.
- (3) Fees earned for services provided to the Company in his capacity as Senior Technical Services Advisor, pursuant to a consulting agreement dated November 1st, 2011.

Non-executive directors have not received any compensation for their services as directors in 2012.

Directors are entitled to be reimbursed for expenses incurred by them in their capacity as directors.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth details of all awards outstanding as at December 31, 2012, including awards granted prior to the most recently completed financial year for the non-executive directors of the Company. The closing price of the Company on the Toronto Stock Exchange on December 30, 2012 was \$0.04.

Name	Option-Based Awards				Share-Based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested (\$)
Hein Poulus	750,000	\$0.155	Jan 24/16	Nil	Nil	Nil
	1,500,000	\$0.110	Nov 25/ 14	Nil	Nil	Nil
Ronald Shorr	500,000	\$0.155	Jan 24/16	Nil	Nil	Nil
	200,000	\$0.060	Feb 9/14	Nil	Nil	Nil
	200,000	\$0.080	Oct 19/ 14	Nil	Nil	Nil
Alexander Poulus	750,000	\$0.155	Jan 24/16	Nil	Nil	Nil
	250,000	\$0.080	Oct 19/14	Nil	Nil	Nil
	300,000	\$0.055	Jul 1/14	Nil	Nil	Nil
Michael Hitch	250,000	\$0.055	Nov 4/16	Nil	Nil	Nil
	250,000	\$0.105	Apr 13/16	Nil	Nil	Nil

Notes:

- (1) This amount is based on the difference between the market value of the Company's common shares underlying the options as at December 30, 2012, which was \$0.04, and the exercise price of the option.

Value of Share-Based and Option-Based Awards Vested or Earned During the Year

There following table sets forth, for each non-executive director, the values of all incentive plan awards which vested or were earned during the year ended December 31, 2012.

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Hein Poulus	Nil	Nil	Nil
Ronald Shorr	Nil	Nil	Nil
Alexander Poulus	Nil	Nil	Nil
Michael Hitch	Nil	Nil	Nil

Note:

- (1) Amounts indicated in the column reflect the aggregate dollar value that would have been realized by the Director if the options under his or her option-based awards which vested during 2012 were exercised by him or her on the vesting date. Aggregate dollar value is calculated by subtracting the exercise price of the option from the closing price of the Common Shares on the TSX on the vesting date. Options which are out-of-the-money on the vesting date (i.e., the exercise price is greater than the closing price of the underlying Common Shares) will have a nil value.

Option-based Awards Exercised During the Year

No options were exercised by any non-executive director during the financial year ended December 31, 2012.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following sets forth information in respect of securities authorized for issuance under the Company's equity compensation plans as at December 31, 2012.

Equity Compensation Plan Information as at December 31, 2012

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) as at December 31, 2012
Equity compensation plans approved by security holders	7,398,000	\$0.12	4,903,989
Equity compensation plans not approved by security holders	-	-	-
Total	7,398,000	\$0.12	4,903,989

Stock Option Plan

The Plan provides for the issuance of stock options to acquire up to 10% of the Company's issued and outstanding capital as at the date of grant (the "Plan Ceiling"), subject to standard anti-dilution adjustment. This is a "rolling" plan as the number of shares reserved for issuance pursuant to the grant of stock options will increase as the Company's issued and outstanding share capital increases. All outstanding stock options granted prior to the implementation of the Plan will be included in the Plan but at no time will more than 10% of the outstanding shares be subject to grant under the Plan. If a stock option expires or otherwise terminates for any reason without having been exercised in full, the number of common shares in respect of that expired or terminated stock option that has not been exercised shall again be available for the purpose of the Plan.

The Plan may be terminated by the Board at any time, but such termination will not alter the terms or conditions of any options granted prior to the date of such termination. Any stock option outstanding when the Plan is terminated will remain in effect until it is exercised, expires or voluntarily cancelled or otherwise terminated in accordance with the provisions of the Plan. The Board of Directors may amend the terms of the Plan, subject to the receipt of any applicable regulatory approval and without the approval of shareholders, except any amendment to (i) change the maximum number of shares that may be issued under the Plan whether as a fixed number of shares or as a percentage of the number of shares outstanding from time to time (other than to reflect an adjustment otherwise permitted under the Plan), (ii) reduce the exercise price or extend the expiry period of any option, or (iii) increase the limits on the number of shares issuable to participants under the Plan who are insiders of the Company.

The Plan provides that other terms and conditions, including vesting schedules, may be attached to a particular stock option; such terms and conditions are to be referred to in a schedule attached to the particular option agreement. It is the Company's practice that stock options vest at 20% upon issuance and 20% every six months thereafter.

The Plan provides that it is solely within the discretion of the Board or of the Compensation Committee, as delegated by the Board, to determine who should receive stock options and in what amounts. The Compensation Committee may issue a majority of the options to insiders of the Company. However, in no case will the issuance of common shares upon the exercise of stock options granted under the Plan result in:

- (a) the aggregate number of common shares reserved for issuance to any one individual upon the exercise of options granted under the Plan or any previously established and outstanding stock option plans or grants, exceeding 5% of the issued shares of the Company (calculated at the time of the grant);

- (b) the number of Shares (i) issued to Insiders within any one year period, and (ii) issuable to Insiders, at any time, exceeding 10% of the Outstanding Issue;
- (c) the issuance to any one Insider and such Insider's associates, within a one year period, of a number of Shares exceeding 5% of the Outstanding Issue; or
- (b) if required by Securities Law, the issuance to Consultants of a number of Shares exceeding 2% of the Outstanding Issue.

Options granted under the Plan will be for a term not to exceed ten years from the date of their grant. In the case of a director, officer, or employee, the option will terminate at the close of business on the date which is the earlier of (a) 90 calendar days after which the optionee ceases to be a director, officer, consultant or employee; or (b) such date as the Board may determine at the time of grant. In the case of a consultant performing investor relations activities, the option will terminate at the close of business on the date which is the earlier of (a) 30 calendar days after which the optionee ceases to be a consultant, or (b) such date as the Board may determine at the time of grant. The price at which an optionee may purchase a common share upon the exercise of a stock option will be as set out in the option agreement issued in respect of such option and in any event will not be less than as permitted pursuant to the policies of the TSX.

A stock option will be non-assignable otherwise than by Will or pursuant to the laws of succession except that, if permitted by the rules of the Exchange, an Optionee shall have the right to assign any Option granted to him to a trust RRSP, RESP or similar legal entity established by such Optionee.

Other than as previously disclosed in an Information Circular, no informed person (a director, officer or holder of 10% of more of the Shares) or proposed nominee for election as a director of the Company or any associate or affiliate of any such informed person or proposed nominee, has any material interest, direct or indirect, in any material transaction since the commencement of the Company's last completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company.

CORPORATE GOVERNANCE

See Appendix "C" – Corporate Governance Disclosure.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

No director, officer or employee, or former director, officer or employee of the Company or its subsidiaries, was indebted to the Company during the most recently completed financial year ended December 31, 2012, for other than "routine indebtedness", as that term is defined by applicable securities law.

MANAGEMENT CONTRACTS

The management functions of the Company, and its subsidiaries, are performed by our directors and executive officers and, except as set out herein, we have no management agreements or arrangements under which such management functions are performed by persons other than the directors and executive officers of the Company.

OTHER MATTERS TO BE ACTED UPON

It is not known that any other matters will come before the Meeting other than as set forth above and in the Notice of Meeting accompanying this Information Circular, but if such should occur the persons named in the accompanying form of proxy intend to vote on them in accordance with their best judgment exercising discretionary authority with respect to amendments or variations of matters identified in the Notice of Meeting and other matters which may properly come before the meeting or any adjournment thereof.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com. The audited financial statements of the Company for the year ended December 31, 2012 and the report of the auditor thereon will be placed before the Meeting. Certain information pertaining to the Company's audit committee and its external auditors is also provided in the section entitled "Audit Committee Disclosure" of the Company's annual information form for the financial year ended December 31, 2012, which is also available on SEDAR at www.sedar.com.

Shareholders may contact the Company at its corporate offices at Unit 1 – 15782 Marine Drive, White Rock, B.C. V4B 1E6 to request copies of the Company's financial statements and MD&A.

DIRECTOR'S APPROVAL

The contents of this Information Circular have been approved and its mailing has been authorized by the directors of the Company.

DATED at Vancouver, British Columbia, this 13th day of May, 2013.

BY ORDER OF THE BOARD OF DIRECTORS

"John Icke"

John Icke

President and Chief Executive Officer

APPENDIX "A"

ADVANCE NOTICE POLICY

ADVANCE NOTICE POLICY Resinco Capital Partners Inc. (the "Corporation")

INTRODUCTION

The Corporation is committed to: (i) facilitating an orderly and efficient annual general or, where the need arises, special meeting, process; (ii) ensuring that all shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees; and (iii) allowing shareholders to register an informed vote.

The purpose of this Advance Notice Policy (the "**Policy**") is to provide shareholders, directors and management of the Corporation with direction on the nomination of directors. This Policy is the framework by which the Corporation seeks to fix a deadline by which holders of record of common shares of the Corporation must submit director nominations to the Corporation prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Corporation for the notice to be in proper written form.

It is the position of the Corporation that this Policy is beneficial to shareholders and other stakeholders. This policy will be subject to an annual review, and will reflect changes as required by securities regulatory agencies or stock exchanges, or so as to meet industry standards.

NOMINATIONS OF DIRECTORS

1. Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the board of director of the Corporation (the "**Board**") may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors:

(a) by or at the direction of the Board, including pursuant to a notice of meeting;

(b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the British Columbia *Business Corporations Act* (the "**Act**"), or a requisition of the shareholders made in accordance with the provisions of the Act; or

(c) by any person (a "**Nominating Shareholder**"): (A) who, at the close of business on the date of the giving of the notice provided for below in this Policy and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and (B) who complies with the notice procedures set forth below in this Policy.

2. In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the Secretary of the Corporation at the principal executive offices of the Corporation.

3. To be timely, a Nominating Shareholder's notice to the Secretary of the Corporation must be made:

(a) in the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the "**Notice Date**") on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the Notice Date; and

(b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made. In no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder's notice as described above.

4. To be in proper written form, a Nominating Shareholder's notice to the Secretary of the Corporation must set forth:

(a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director: (A) the name, age, business address and residential address of the person; (B) the principal occupation or employment of the person; (C) the class or series and number of shares in the capital of the Corporation which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and (D) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below); and

(b) as to the Nominating Shareholder giving the notice, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of the Corporation and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below).

The Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as an independent director of the Corporation or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee.

5. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this Policy; provided, however, that nothing in this Policy shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act. The Chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

6. For purposes of this Policy:

(a) "**public announcement**" shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and

(b) "**Applicable Securities Laws**" means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.

7. Notwithstanding any other provision of this Policy, notice given to the Secretary of the Corporation pursuant to this Policy may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Secretary of the Corporation for purposes of this notice), and shall be deemed to

have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Secretary at the address of the principal executive offices of the Corporation; provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

8. Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this Policy.

CURRENCY

This Policy was last revised and approved by the Board on March 27, 2013.

APPENDIX “B”

REPORTING PACKAGE

This Reporting Package contains:

- Notice of Change of Auditors
- Letter of Agreement from Successor Auditor
- Letter of Agreement from Former Auditor



November 7, 2012

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, B.C. V7Y 1L2

Alberta Securities Commission
Suite 600, 250 – 5th St. SW
Calgary, AB T2P 0R4

Ontario Securities Commission
20 Queen St West, Suite 1903
Toronto ON M5H 3S8

Dear Sirs:

Notice of Change of Auditor

We have read the statements made by Resinco Capital Partners Inc. ("Resinco") in the attached copy of Change of Auditor Notice dated November 5, 2012, which we understand will be filed pursuant to Section 4.11 of the National Instrument 51-102.

We agree with the statements in the Change of Auditor Notice dated November 5, 2012 except that we have no basis to agree or disagree with the following statement:

- The resignation of the Former Auditor and recommendation of the Successor Auditor were considered and approved by the board and audit committee of Resinco.

Yours very truly,

PricewaterhouseCoopers LLP

Chartered Accountants

PricewaterhouseCoopers LLP
PricewaterhouseCoopers Place, 250 Howe Street, Suite 700, Vancouver, British Columbia, Canada V6C 3S7
T: +1 604 806 7000, F: +1 604 806 7806, www.pwc.com/ca

"PwC" refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership, which is a member firm of PricewaterhouseCoopers International Limited, each member firm of which is a separate legal entity.



Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission

Grant Thornton LLP
Suite 1600, Grant Thornton Place
333 Seymour Street
Vancouver, BC
V6B 0A4

T (604) 687-2711
F (604) 685-6569
www.GrantThornton.ca

November 5, 2012

MJZ-RESIN

Dear Sirs/Mesdames:

Re: **Resinco Capital Partners Inc. - Change of Auditor**

Pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations*, Section 4.11, we have reviewed the information contained in the Notice of Change of Auditors of Resinco Capital Partners Inc. dated November 5, 2012 (the "Notice") and, based on our knowledge of such information at this time, we agree with the statements made in the Notice.

Yours very truly,

A stylized, handwritten-style signature of "Grant Thornton LLP" in black ink.

Chartered accountants

cc: Resinco Capital Partners Inc.



TO: British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities commission

AND: the Toronto Stock Exchange

AND: PricewaterhouseCoopers LLP

AND: Grant Thornton LLP

Pursuant to National Instruction 51-102 (the "Instrument"), Resinco Capital Partners Inc. (the "Company") hereby advises that:

1. On October 30, 2012 the Company requested and received the resignation of PricewaterhouseCoopers LLP, Chartered Accountants;
2. The decision regarding the change of auditors was considered and approved by the Audit Committee and the Board of Directors of the Company recommend the appointment of Grant Thornton LLP as successor auditors;
3. The Auditor's Report by PricewaterhouseCoopers LLP on the financial statements of the Company for the two years ended December 31, 2011 did not contain any reservations as to departures from generally accepted accounting principles or limitations in the scope of the audit; and
4. In the opinion of the Board of Directors of the company, no "reportable event" as defined in NI 51-102 has occurred in connection with the audit of the most recently completed period for which PricewaterhouseCoopers LLP issued an audit report in respect of the Company and the date of this Notice.

Dated this 5th day of November 2012

By: /s/ Doris Meyer
Doris Meyer
Chief Financial Officer and Corporate Secretary

APPENDIX “C”

CORPORATE GOVERNANCE

The following is a summary of certain aspects of the Company’s approach to corporate governance.

Composition of the Board and Independence

The Board adopted a Charter mandating its responsibilities for the stewardship of the business and for acting in the best interests of the Company and its shareholders. Pursuant to the Charter, the Board discharges its responsibilities directly and through its Committees of the Board, currently consisting of the Audit Committee, the Compensation Committee, the Corporate Governance and Nominating Committee and the Investment Committee. The Board assigns to these Committees the general responsibility for developing the Company’s approach to: (i) financial reporting and internal controls; (ii) issues relating to compensation of directors, officers and employees; (iii) corporate governance issues and matters relating to nomination of directors and (iv) investment decisions.

The Board facilitates its exercise of independent supervision over management by ensuring that the Board is composed of at least half of independent directors. Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Company’s board of directors, be reasonably expected to interfere with the exercise of a director’s independent judgment. The Board is currently comprised of five directors, two of whom are considered to be independent. *Ronald Shorr* and *Alexander Poulus* are considered to be independent. *John Icke* is not considered to be independent, as he is part of management, *Hein Poulus* is not considered independent due to his shareholding position, and *Michael Hitch* is not considered independent due to his consulting agreement with the Company. The Company is currently searching for an additional independent director to join its Board.

The Board facilitates its exercising of independent supervision over the Company’s management through meetings of the board of directors, both with and without members of the Company’s management (including members of management that are also directors) being in attendance.

The Board is responsible for approving long-term strategic plans and annual operating plans and budgets recommended by management. Board consideration and approval is also required for material contracts and business transactions, and all debt and equity financing transactions.

The Board delegates to management responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company’s business in the ordinary course, managing the Company’s cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans and annual operating plans.

The Board facilitates its exercise of independent supervision over management by ensuring that the Board is composed of a majority of independent directors.

Directorship

The following is a list of each director of the Company who is also a director of other reporting issuers (or equivalent) in a Canadian or foreign jurisdiction:

<u>Name of director</u>	<u>Other reporting issuer</u>
Hein Poulus	Finavera Wind Energy Inc. Terreno Resources Corp. Teslin River Resources Corp.
Ronald Shorr	European Uranium Resources Ltd.

Technical Advisory Board of Gespeg
Copper Inc.

John Icke

Woulfe Mining Corp.
Lions Gate Metals Inc.
Terreno Resources Corp.
Teslin River Resources Corp.

Attendance

During the Company's financial year ended December 31, 2012, there were 9 meetings of the Board of Directors 4 meetings of the Audit Committee, no meetings of the Compensation Committee, no meetings of the Corporate Governance Committee or Investment Committee. The attendance record of each of the Corporation's directors at these meetings (as applicable) is set out below.

Director	Board	Audit Committee ⁽³⁾
John Icke	9	n/a
Ronald Shorr	7	4
Hein Poulus	9	n/a
Alexander Poulus	9	4
Michael Hitch ⁽²⁾	7	2

Notes:

- (1) While the Investment Committee did not meet independently, certain material buy-outs (\$250,000) acquisition or disposition facilities were discussed and agreed upon at regularly held Board teleconference calls. Where a member of the Committee was also a director of a company in which Resinco was considering acquisition or disposition of securities, that director abstained from voting on the action to be taken.
- (2) While the Compensation and Governance Committee did not meet independently, certain compensation and certain governance matters with respect to the Company's operations were discussed and agreed upon at regularly held Board meetings.

Position Descriptions

The Board has not adopted written position descriptions for the Chief Executive Officer, and the Chairs of each of the Audit Committee, the Compensation Committee, the Corporate Governance and Nominating Committee, and the Investment Committee delineating the roles and responsibilities inherent to the position being fulfilled. Generally the Chairperson of each Board Committee is charged with fulfilling the mandate as contained in each Committee charter and is given the specific written authority to execute the business of the Committee as outlined and approved by the Board. Each Committee Chairperson is charged with the responsibility of reviewing and, if necessary, changing and adapting the respective Committee charter to respond to developing issues and presenting the changed charter to the Board for approval. The Committee Chairperson organizes the meetings of the Committee, develops and circulates agendas, conducts the meetings, records minutes, and follows-up on outstanding Committee business. The Committee Chairperson reports to the full Board on each meeting of the Committee and makes recommendations for specific actions and decisions.

The Chief Executive Officer's primary role is to manage the Company in an effective, efficient and forward-looking way and to fulfil the priorities, goals and objectives determined by the Board in the context of the Company's strategic plans, budgets and responsibilities specifically detailed with a view to increasing shareholder value.

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company's properties, business and industry and on the responsibilities of directors. New directors also receive historical public information about the Company and the mandates of the committees of the Board. Board meetings may also include presentations by the Company's management and employees to give the directors additional

insight into the Company's business. In addition, new directors are encouraged to visit and meet with management on a regular basis and to pursue continuing education opportunities where appropriate.

Ethical Business Conduct

The Board has approved a Code of Business Conduct and Ethics (the "Code") to be followed by the Company's directors, officers, employees and principal consultants and those of its subsidiaries. The Code is also to be followed, where appropriate, by the Company's agents and representatives, including consultants where specifically required. The purpose of the Code is to, among other things, promote honest and ethical conduct, avoid conflict of interest, protect confidential or proprietary information and comply with the applicable government laws and securities rules and regulations. In the event that a director, officer or employee departs from the Code, the Company is authorized to file a material change report. The board does not actively monitor compliance with the Code, but requires prompt notification of apparent or real breaches so that it may investigate and take action. The Code has been circulated to all employees.

When proposed transactions or agreements in which directors or officers may have an interest, material or not, are presented to the Board, such interest is disclosed and the persons who have such an interest are excluded from all discussion on the matter and are not allowed to vote on the proposal.

Nomination of Directors

The Governance Committee is responsible for assisting the Board in respect of the nomination of directors and is required to identify new candidates for appointment to the Board. The current members of the Governance Committee are *Hein Poulus*, *John Icke* and *Alexander Poulus*. The Governance Committee periodically examines the size and composition of the Board, with a view to determining the impact of the number of directors upon effectiveness and determining the appropriate number of directors which facilitates more effective decision making. The identification of candidates will also be made in the context of the existing competencies and skills which the Board, as a whole, does possess or should possess. Once suitable candidates are identified, they are presented for consideration to the Board. The Governance Committee has a charter that sets out its purpose, responsibilities, qualifications and appointment and removal process and the process for reporting to the board.

Compensation

The Compensation Committee is, among other things, responsible for determining all forms of compensation to be granted to the Chief Executive Officer of the Company and other senior management and executive officers of the Company, for evaluating the Chief Executive Officer's performance in light of the corporate goals and objectives set for him/her, for reviewing the adequacy and form of the compensation and benefits of the directors in their capacity as directors of the Company to ensure that such compensation realistically reflects the responsibilities and risks involved in being an effective director, and for reviewing and making periodic recommendations to the Board as to the general compensation and benefits policies and practices of the Company, including incentive compensation plans and equity based plans. The Compensation Committee has a charter that sets out its purpose, responsibilities, qualifications and appointment and removal process and the process for reporting to the board.

The current members of the Compensation Committee are *Hein Poulus*, *Ronald Shorr* and *Michael Hitch*. *Ron Shorr* and *Michael Hitch* are considered independent; *Hein Poulus* is not considered to be independent. A summary of the compensation received by the NEOs of the Company for the financial year ended December 31, 2012 is provided in this Information Circular under the heading: "Executive Compensation". A summary of the compensation received by the directors for the financial year ended December 31, 2012 is provided in this Circular under the heading: "*Compensation for Directors*".

Audit Committee

The Board has appointed an Audit Committee. The Audit Committee is comprised of Ronald Shorr, Hein Poulus and Michael Hitch. Certain information pertaining to the Company's audit committee and its external auditor is also provided in the section entitled "Audit Committee Disclosure" of the Company's annual information form for the financial year ended December 31, 2012, which is also available on SEDAR at www.sedar.com.

Other Board Committees

The Board has only one other committee, being the Investment Committee. The members of the Investment Committee are *Hein Poulus*, *John Icke* and *Ronald Shorr*. *Ronald Shorr* is considered independent; *John Icke* and *Hein Poulus* are not considered to be independent. This Committee is activated when the Company is contemplating a material (≥\$250,000) buy or sell transaction. The responsibility of the Investment Committee is to (i) review, evaluate and ensure investments meet the investment criteria established by the Board and to approve the investment opportunities presented to it; and (ii) to approve the sale of all or a portion of the securities owned in a particular investment. Where one of the Investment Committee is a member of the Board of a portfolio company where a sale or acquisition of securities is being contemplated, the director(s) in conflict abstain from the vote to sell and/or retain securities.

Assessments

The Board assesses, at least annually, the effectiveness of the Board as a whole, the Committees of the Board and the contribution of individual directors, including considering the appropriate size of the Board.